

ORIGINAL
 UNITED STATES DISTRICT COURT
 MIDDLE DISTRICT OF PENNSYLVANIA

2 to CV
 (5)
 10/31/01
 SC

**NORFOLK SOUTHERN RAILWAY
 COMPANY,**

Plaintiff,

v.

ABC-NACO INC.,

Defendant.

No. 01 CV 00704

J Rambo

FILED

OCT 29 2001

9/8

PER
 HARRISBURG, PA. DEPUTY CLERK

SUGGESTION OF BANKRUPTCY

Please take notice that, on or about October 18, 2001, defendant ABC-NACO Inc. ("ABC-NACO") and certain of its related domestic affiliates (collectively, "Debtors"), filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code with the United States Bankruptcy Court for the Northern District Of Illinois ("Bankruptcy Court"). The Debtors' bankruptcy case is styled *In re ABC-NACO Inc., et. al.*, and has been assigned Case Nos. 01-36484, 01-36493, 01-36499, 01-36500, 01-36503, 01-36509, and 01-36511 by the Clerk of the Bankruptcy Court, to be jointly administered under Case No. 01-36484 by order of the Bankruptcy Court. A copy of the Debtor's bankruptcy petition is attached hereto.

Please take further notice that, pursuant to 11 U.S.C. § 362, the commencement or continuation of any proceedings or collection efforts against the Debtors are automatically stayed.

ABC-NACO Inc. and certain of its domestic affiliates

By: _____

One of its attorneys

Steven B. Towbin (#2848546)
 Peter J. Roberts (#6239025)
 Jeremy C. Kleinman (#6270080)
 D'Ancona & Pflaum LLC
 111 East Wacker Dr., Suite 2800
 Chicago, Illinois 60601
 (312) 602-2000

(Official Form 1) (9/97)

FORM B1

United States Bankruptcy Court Northern District of Illinois

RECEIVED
UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
OCT 18 2001
PUBLIC SERVICE COUNTER

Name of Debtor (if individual, enter Last, First, Middle):
ABC-NACO Inc., a Delaware Corporation

Name of Joint Debtor (Spouse) (Last, First, Middle):

All Other Names used by the Debtor in the last 6 years
(include married, maiden, and trade names):
ABC-NACO Technologies; ABC Rail Products Corporation; ABC Rail Corporation

All Other Names used by the Joint Debtor in the last 6 years
(include married, maiden, and trade names):

Soc. Sec./Tax I.D. No. (if more than one, state all):
36-3498749

Soc. Sec./Tax I.D. No. (if more than one, state all):

Street Address of Debtor (No. & Street, City, State & Zip Code):
**335 Eisenhower Lane South
Lombard, IL 60148**

Street Address of Joint Debtor (No. & Street, City, State & Zip Code):

County of Residence or of the
Principal Place of Business: **Du Page**

County of Residence or of the
Principal Place of Business:

Mailing Address of Debtor (if different from street address):

Mailing Address of Joint Debtor (if different from street address):

Location of Principal Assets of Business Debtor
(if different from street address above):

Information Regarding the Debtor (Check the Applicable Boxes)

Venue (Check any applicable box)

- ☒ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
- ☐ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Type of Debtor (Check all boxes that apply)

- ☐ Individual(s) ☐ Railroad
☒ Corporation ☐ Stockbroker
☐ Partnership ☐ Commodity Broker
☐ Other _____

Chapter or Section of Bankruptcy Code Under Which the Petition is Filed (Check one box)

- ☐ Chapter 7 ☒ Chapter 11 ☐ Chapter 13
☐ Chapter 9 ☐ Chapter 12
☐ Sec. 304 - Case ancillary to foreign proceeding

Nature of Debts (Check one box)

- ☐ Consumer/Non-Business ☒ Business

Chapter 11 Small Business (Check all boxes that apply)

- ☐ Debtor is a small business as defined in 11 U.S.C. § 101
☐ Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)

Filing Fee (Check one box)

- ☒ Full Filing Fee attached
☐ Filing Fee to be paid in installments (Applicable to individuals only.)
Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3.

Statistical/Administrative Information (Estimates only)

- ☒ Debtor estimates that funds will be available for distribution to unsecured creditors.
- ☐ Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

THIS SPACE IS FOR COURT USE ONLY

Estimated Number of Creditors		1-15	16-49	50-99	100-199	200-999	1000-over
		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

Estimated Assets		\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million
		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

Estimated Debts		\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million
		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

U.S. Bankruptcy Court
Northern District of Illinois
RECEIVED: 10/18/01
Time: 11:10 a.m.
Debtor: ABC-NACO INC
Case #: 01-36484
Chapter 11 Rec# 312773
Judge Eugene R. Wedoff



(Official Form 1) (9/97)

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

ABC-NACO Inc., Delaware Corporation

FORM B1, Page 2

Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)

Location

Where Filed: None

Case Number:

Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor:

See Annex A

Case Number:

Date Filed:

District:

Relationship:

Judge:

Signatures**Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X

Signature of Debtor

X

Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney

X

Signature of Attorney for Debtor(s)

Steven B. Towbin 02848546

Printed Name of Attorney for Debtor(s)

D'Ancona & Pflaum LLC

Firm Name

111 E. Wacker Dr.
Suite 2800

Chicago, Illinois 60601

Address

(312) 602-2000 Fax: (312) 602-3000

Telephone Number

10/15/01

Date

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)

Exhibit A is attached and made a part of this petition.

Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.

X

Signature of Attorney for Debtor(s)

Date

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X

Signature of Authorized Individual

Vaughn W. Makary

Printed Name of Authorized Individual

President and Chief Executive Officer

Title of Authorized Individual

10/15/01

Date

Signature of Non-Attorney Petition Preparer

I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.

Printed Name of Bankruptcy Petition Preparer

Social Security Number

Address

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

X

Signature of Bankruptcy Petition Preparer

Date

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

United States Bankruptcy Court
Northern District of Illinois

In re ABC-NACO Inc., a Delaware CorporationDebtor

Case No. _____

Chapter 11

Exhibit "A" to the Voluntary Petition

1. If any of debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 000-22906.
2. The following financial data is the latest available information and refers to debtor's condition on August 31, 2001.

a. Total assets	\$ <u>383,113,355.00</u>	
b. Total debts (including debts listed in 2.c., below)	\$ <u>370,855,403.00</u>	
c. Debt securities held by more than 500 holders.		Approximate number of holders
secured / / unsecured / / subordinated / /	\$ <u>0.00</u>	<u>0</u>
secured / / unsecured / / subordinated / /	\$ <u>0.00</u>	<u>0</u>
secured / / unsecured / / subordinated / /	\$ <u>0.00</u>	<u>0</u>
secured / / unsecured / / subordinated / /	\$ <u>0.00</u>	<u>0</u>
secured / / unsecured / / subordinated / /	\$ <u>0.00</u>	<u>0</u>
d. Number of shares of preferred stock	<u>467,098</u>	<u>14</u>
e. Number of shares of common stock	<u>19,872,242</u>	<u>137</u>

Comments, if any:

Assets and debts listed above are for the consolidated group including all subsidiaries of ABC-NACO Inc.
 Approximate number of holders of shares of common stock include CEDE & Company.
 ABC-NACO Inc. has approximately 1,743,433 stock options outstanding for its common stock.
 ABC-NACO Inc. has approximately 12,000,000 warrant shares outstanding for its common stock.

3. Brief description of debtor's business:
 ABC-NACO Inc. is a supplier of technologically advanced products and services to the freight railroad industry through its three core business segments: Rail Product, Track Products, and Rail Services.
4. List the name of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:
1. Joseph A. Seher, 1520 N. Dearborn Parkway, Chicago, IL 60610;
 2. Wellington Management Company, LLC, 75 State Street, 19th Floor, Boston, MA 02109-1809;
 3. State of Wisconsin Investment Board, 121 East Wilson Street, Second Floor, Madison, WI 53702;
 4. Royce & Associates, Inc. 1414 Avenue of the Americas, Ninth Floor, New York, NY 10019;
 5. State Street Research & Management Co, One Financial Center, 31st Floor, Boston, MA 02111.

ANNEX A - AFFILIATED DEBTORS

On the date hereof, the following entities filed petitions for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Illinois in the enumerated order:¹

1. ABC-NACO Inc. (Parent Company)
2. NACO, Inc.
3. The AIMS Group Inc.
4. BuyMetalCastings Inc.
5. National Castings, Inc.
6. NACO Flow Products, Inc.
7. National Engineered Products Company, Inc.
8. ABC Rail (Virgin Islands) Corporation

¹ ABC-NACO Inc. (NASDAQ: ABCR), with principal executive offices in Lombard, Illinois, is the parent company and first to file its Chapter 11 case. All affiliated entities are wholly owned subsidiaries unless otherwise indicated.